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**SACHER, MARTINI & SACHER, P.A.**

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.  
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OF COUNSEL  
Martin E. Segal, P.A.

February 10, 2000

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

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-02/14/00--01108--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: The Papa Foundation Articles of Incorporation  
Our File No. 4326

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with a check in the amount of \$78.75.

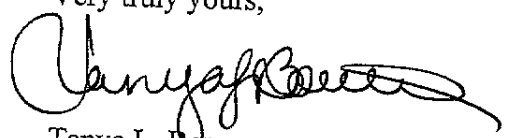
Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Resident Agent Fee	<u>35.00</u>
TOTAL	\$ 78.75

FILED  
00 FEB 14 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your attention to this matter.

Very truly yours,  
  
Tanya L. Bower

TLB  
Enclosures  
cc: Mr. Dean Papa

FILED

00 FEB 14 AM 8:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE PAPA FOUNDATION, INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the Corporation shall be:

The Papa Foundation, Inc.

ARTICLE II  
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

1300 SE 1st Street, Unit 4  
Ft. Lauderdale, Florida 33301

ARTICLE III  
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) To establish programs which provide mentors for mentally challenged youth to help the youth prepare to live independently; and

(2) To establish community sports leagues in which mentally-disabled youth may participate in sports leagues;

(3) To make contributions to any organization as described in §501(c)(3) of the Code, with the exception of the organization testing for public safety.

(4) In general, to carry out the purposes described in Paragraphs (1), (2) and (3), to raise funds through contributions and membership fees and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida within the restrictions of §501(c)(3) of the Code, for the purposes of

accomplishing the foregoing purposes of the Corporation. the exception of the organization testing for public safety.

ARTICLE IV  
CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(2) No substantial part of the activities of the corporation shall consist of carrying on propoganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The corporation shall not (a) operate for the purpose of carrying on a trade or business for profit, (b) engage in any prohibited transactions as described in Section 503 of the Internal Revenue Code of 1986, and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of Section 504 of the Internal Revenue Code.

ARTICLE V  
CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes,

bills of exchange, and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE VI TERRITORY OF OPERATIONS

The territory in which the operations of the corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the corporation shall not be limited to such territory.

#### ARTICLE VII TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII  
MEMBERSHIP

The members of the corporation shall consist of the persons signing the Articles of Incorporation and such other person or persons and organization or organizations as the Board of Directors may elect, by a majority vote, at any annual or special meeting of the Board of Directors. The Board of Directors shall consider the interest of such persons or organizations in determining eligibility of membership.

- (1) Dean Papa  
1300 SE 1st Street, Unit 4  
Ft. Lauderdale, Florida 33301
- (2) Mike Scanlon  
130 Library Lane  
Matthews, NC 28105
- (3) Tanya L. Bower  
2655 LeJeune Road, Suite 1101  
Coral Gables, Florida 33134

ARTICLE IX  
SUBSCRIBERS

The name and residence address of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Tanya L. Bower	2655 LeJeune Road, Suite 1101 Coral Gables, Florida 33134

ARTICLE X  
OFFICERS

(1) The affairs of the corporation will be managed by a President, Vice-President, Secretary-Treasurer, and such other officers with such powers and duties as may be appointed and determined by the Board of Directors.

(2) The officers of the corporation shall be appointed at the annual meeting of the Board of Directors of the corporation.

(3) The names and residence addresses of the officers of the corporation who are to serve until the first appointment under these Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Dean Papa	President	1300 SE 1st Street, # 4 Ft. Lauderdale, FL 33301

ARTICLE XI  
DIRECTORS

(1) The affairs of this corporation shall be conducted by a Board of Directors consisting of not fewer than three (3) nor more than nine (9) directors, who shall be elected in accordance with the By-Laws.

(2) The names and residence addresses of the Directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dean Papa	1300 SE 1st Street, Unit 4 Ft. Lauderdale, Florida 33301
Mike Scanlon	130 Library Lane Matthews, North Carolina 28105
Tanya L. Bower	2655 LeJeune Road, Suite 1101 Coral Gables, Florida 33134

ARTICLE XII  
BY-LAWS AND AMENDMENTS

(1) The By-Laws of this corporation shall be adopted by the vote of the majority of the Board of Directors of the corporation. The By-Laws of the corporation shall be amended by the action of a majority of the Board of Directors of the corporation.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

ARTICLE XIII  
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, The Papa Foundation, desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Miami, Miami-Dade County, Florida, and has named Tanya L. Bower as its initial Registered Agent who is located at such address.

ARTICLE XIV  
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as the Board of Directors shall determine.

ARTICLE XV  
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 the following provisions shall become operative:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.


(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(3) The corporation shall not retain any excess of business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

WITNESS OUR HANDS AND SEALS THIS 10 day of February, 2000.

 (SEAL)  
TANYA L. BOWER

STATE OF FLORIDA            )  
COUNTY OF MIAMI-DADE    ) SS.

BEFORE ME, the undersigned authority, personally appeared Tanya L. Bower, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, this 10<sup>th</sup> day of February, 2000.

Alicia M. Santana  
Notary Public, State of Florida  
at Large

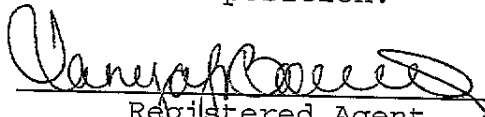
My commission expires:



Alicia M. Santana  
Commission # GC 890725  
Expires Nov. 28, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for The Papa Foundation, at place designated in ARTICLE XIII of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

  
\_\_\_\_\_  
Registered Agent (SEAL)

**FILED**  
**00 FEB 14 AM 8:56**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**